

Certificate Of Publication

Acct #078311004

Job #107679001

STATE OF ILLINOIS)

)

DOMINION RETAIL, INC.

Madison County) ss.

EDWARDSVILLE PUBLISHING Co., Inc., a corporation, does hereby certify that it is the publisher of the Edwardsville Intelligencer, a daily secular newspaper of general circulation in said County, printed and published in the City of Edwardsville, in said County and State, and that said newspaper is a newspaper as defined in "An Act to revise the law in relation to notices," approved February 13, 1874, as amended, and that the printed notice hereto annexed and hereby made a part of this certificate has been published in said newspaper at least once each week for

1 times in each and every copy and impression thereof; that the date of the first newspaper containing said publication was

June 12 A.D. 2002, and that the date of the last newspaper

containing said publication was June 12 A.D. 2002; and that Arlinda Pitman by resolution of the Board of Directors of said Edwardsville Intelligencer, Inc., has been authorized to make this certificate.

IN TESTIMONY WHEREOF said Edwardsville Intelligencer, Inc., has caused this certificate to be executed in its name by said Arlinda Pitman this 13 day of June A.D. 2002.

EDWARDSVILLE INTELLIGENCER Inc.

Publication Fee, \$ 45.00

By Arlinda Pitman

PUBLIC NOTICE State of Illinois

AMENDED APPLICATION
FOR AGS CERTIFICATION
UNDER THE ILLINOIS
COMMERCE COMMISSION

Before the Illinois Commerce
Commission

File No. 02-0362

To Whom It May Concern: The undersigned Applicant hereby gives notice to the public that Dominion Retail, Inc. d/b/a Peoples Energy Services has filed an Amended Application for a Certificate of Service Authority as an Alternative Gas Supplier with the Illinois Commerce Commission under Section 19-110 of the Public Utilities Act.

Applicant's Name and Address:
Dominion Retail, Inc. d/b/a
Peoples Energy Services
120 Tredegar Street
Richmond, VA 23218

Applicant's Representative:
Gary A. Jeffries
1210 Pitt Street
Pittsburgh, PA 15221
(412) 463-4129
(6/12)

Post-it® Fax Note	7671	Date	6/13/02	# of pages	1
To	GARY JEFFRIES	From	Anne - In Advertising		
Co/Dept.	DOMINION RETAIL	Co/Dept.	Edw. Intelligencer		
Phone #	412 473 4129	Phone #	618-650-4708 X22		
Fax #	412-473-4170	Fax #	618-650-7614		



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

JULY 3, 2001

6171-464-2

C T CORPORATION SYSTEM
600 S 2ND ST
SPRINGFIELD, IL 62704

RE DOMINION RETAIL, INC.

DEAR SIR OR MADAM:

IT IS OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS. ENCLOSED PLEASE FIND A CERTIFICATE OF AUTHORITY, ACKNOWLEDGING YOUR REGISTRATION.

THESE DOCUMENTS MUST BE RECORDED IN THE OFFICE OF THE RECORDER OF THE COUNTY IN ILLINOIS IN WHICH THE REGISTERED OFFICE OF THE CORPORATION IS LOCATED, AS PROVIDED BY SECTION 1.10 OF THE BUSINESS CORPORATION ACT OF THIS STATE. FOR FURTHER INFORMATION CONTACT YOUR RECORDER OF DEEDS.

THE CORPORATION MUST FILE AN ANNUAL REPORT AND PAY FRANCHISE TAXES PRIOR TO THE FIRST DAY OF ITS ANNIVERSARY MONTH (MONTH OF QUALIFICATION) NEXT YEAR. A PRE-PRINTED ANNUAL REPORT FORM WILL BE SENT TO THE REGISTERED AGENT AT THE ADDRESS SHOWN ON THE RECORDS OF THIS OFFICE APPROXIMATELY 60 DAYS PRIOR TO ITS ANNIVERSARY MONTH.

SECURITIES CANNOT BE ISSUED OR SOLD EXCEPT IN COMPLIANCE WITH THE ILLINOIS SECURITIES LAW OF 1953, 815 ILLINOIS COMPILED STATUTES, 5/1 ET SEQ. FOR FURTHER INFORMATION, CONTACT THE OFFICE OF THE SECRETARY OF STATE, SECURITIES DEPARTMENT AT (217) 782-2256 OR (312) 793-3384.

SINCERELY YOURS,

Jesse White

JESSE WHITE
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES
CORPORATION DIVISION
TELEPHONE (217) 782-6961

JW:CD

COPY

State of Illinois
Office of
The Secretary of State

Whereas, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT
BUSINESS IN THIS STATE OF
DOMINION RETAIL, INC.
INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE HAS BEEN FILED
IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS
CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of
Illinois, by virtue of the powers vested in me by law, do hereby issue
this certificate and attach hereto a copy of the Application of the
aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be
affixed the Great Seal of the State of Illinois,
at the City of Springfield, this 3RD
day of JULY A.D. 2001 and of
the Independence of the United States the two
hundred and 25TH



Jesse White

Secretary of State

APPLICATION FOR CERTIFICATE
OF AUTHORITY TO
TRANSACTION BUSINESS IN ILLINOIS

SUBMIT IN DUPLICATE!

Jesse White, Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1834
http://www.sos.state.il.us

This space for use by Secretary of State

FILED

JUL 3 - 2001

JESSE WHITE
SECRETARY OF STATE

Payment must be made by
certified check, cashier's check,
Illinois attorney's check, Illinois
C.P.A.'s check or money order,
payable to "Secretary of State."

This space for use by
Secretary of State

Date 07/03/01
License Fee \$ 82.58
Franchise Tax \$ 75.00
Filing Fee \$ 75.00
Penalties \$ 157.58
Approved: Mr

1. (a) CORPORATE NAME: Dominion Retail, Inc.

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: _____

(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. (a) State or Country of Incorporation: Delaware

(b) Date of Incorporation: 01/30/1997

(c) Period of Duration: Perpetual

3. (a) Address of the principal office, wherever located:

(b) Address of principal office in Illinois:

(If none, so state)

Dominion Tower, 625 Liberty Ave., 7th Floor,
Pittsburgh, PA 15222

None

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent C T CORPORATION SYSTEM

First Name

Middle Name

Last Name

Registered Office c/o C T CORPORATION SYSTEM, 208 S. La Salle Street

Number

Street

Suite #

Chicago

60604

Cook

City

ZIP Code

County

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)

DE, CT, ME, MD, MA, NJ, NY, NC, OH, PA, RI, VA, WV

6. Names and residential addresses of officers and directors:

Name	No. & Street	City	State	ZIP
President <u>SEE ATTACHMENT</u>				
Secretary				
Director				
Director				
Director				

7. Purpose or purposes proposed to be pursued in transacting business in this state:
(If not sufficient space to cover this point, add one or more sheets of this size.)

To engage in the business of selling natural gas and electricity to retail customers under utility retail choice programs

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
Common	n/a	\$10,000.00	5,000	600

9. Paid-in Capital: \$ 6,000,000.00
("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property* of the corporation for the following year: \$ 3,646,000.00
- (b) Give an estimate of the total value of all the property* of the corporation for the following year that will be located in Illinois: \$ 0.00
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 537,396,000.00
- (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 4,784,000.00

11. Interrogatories: (Important – this section must be completed.)

- ** (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance: SEE ATTACHMENT
- (b) Number of shares of all classes owned by residents of Illinois: 0
- (c) Number of shares of all classes owned by non-residents of Illinois: 600
- (d) Is the corporation transacting business in this state at this time? No
- (e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois:
12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated June 29, 2001
(Month & Day) (Year)

attested by Earl J. Marks, III
(Signature of Secretary or Assistant Secretary)
Earl J. Marks, III, Asst. Secretary
(Type or Print Name and Title)

Dominion Retail, Inc.
(Exact Name of Corporation)

G. Scott Hetzer
(Signature of President or Vice President)
by G. Scott Hetzer, Sr. Vice President & Treasurer
(Type or Print Name and Title)

* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

** When the response to #11(a) lists ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).

Directors and Officers

Dominion Retail, Inc.

<u>Director</u>	<u>Title</u>
Thomas F. Farrell, II	Director

<u>Officer</u>	<u>Title</u>
Thomas F. Farrell, II	Chief Executive Officer
James P. O'Hanlon	President and Chief Operating Officer
G. Scott Hetzer	Senior Vice President and Treasurer
Philip E. Riley, Jr.	Senior Vice President and General Manager
John A. Shaw	Senior Vice President - Financial Management
Tru Dee Jo Bamberg	Vice President - Marketing
Thomas E. Dodd	Vice President - Operations
Patricia A. Wilkerson	Vice President and Secretary

<u>Appointed Officers</u>	<u>Title</u>
James P. Carney	Assistant Treasurer
Gary A. Jeffries	Assistant Secretary
E. J. Marks, III	Assistant Secretary
Henry C. Riely	Assistant Secretary

Thomas F. Farrell, II

Residence: 9019 Norwick Road
Richmond, VA 23229

James P. O'Hanlon

Residence: 5968 Old Greenway Drive
Glen Allen, VA 23059

G. Scott Hetzer

Residence: 118 Paxton Road
Richmond, VA 23226

Philip E. Riley, Jr.

Residence: 12 Point of View
Bridgeport, WV 26330

John A. Shaw

Residence: 9111 Carterham Road
Richmond, VA 23229

Tru Dee Jo Bamberg

Residence: 410 Worthington Drive
Mars, PA 16046

Thomas E. Dodd

Residence: 161 Walnut Ridge Drive
Beaver Falls, PA 15010

Directors and Officers

Patricia A. Wilkerson

Residence: 4112 Monument Avenue
Richmond, VA 23230

James P. Carney

Residence: 2530 Swanhurst
Midlothian, VA 23113

E. J. Marks, III

Residence: 530 Navato Place
Pittsburgh, PA 15228

Henry C. Riely

Residence: 4307 Kensington Avenue
Richmond, VA 23221

Attachment to Illinois

Application for Certificate of Authority to Transact Business in Illinois

Illinois Offices for Contract Forwarding

1. Full Address: 625 Liberty Avenue, Pittsburgh, PA 15222